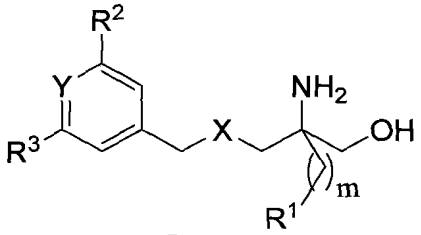
This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Previously Amended) A compound of formula (I):



I

wherein:

X is O or NH;

Y is CH;

R^1 is aryl selected from the group consisting of phenyl and napthyl,

wherein said aryl is unsubstituted or substituted with one or more

(a) halo,
(b) -C_{1-6}alkyl,
(c) -C_{2-6} alkenyl,
(d) -C_{2-6} alkynyl,
(e) -OH,
(f) -CN, or
(g) -O-C_{1-6}alkyl;

R^2 is selected from the group consisting of:

(1) R^4-$S(O)_2N(R^7)$-, wherein R^4 is C_{1-6}alkyl, wherein said alkyl is unsubstituted or substituted with one or more

(a) halo,
(b) -C_{1-6}alkyl,
(c) -OH,
(d) -CN, or
(e) -O-C_{1-6}alkyl; and

R^7 is selected from the group consisting of

(a) hydrogen, and

(b) -C_{1-6}alkyl,

wherein said alkyl is unsubstituted or substituted with one or more

(i) halo,

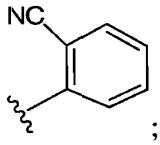
(ii) -C_{1-6}alkyl,

(iii) -OH,

(iv) -CN, or

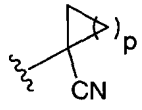
(v) -O-C_{1-6}alkyl;

(2)



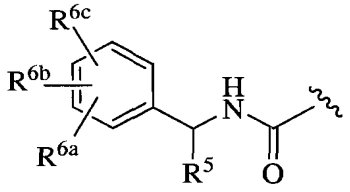
; and

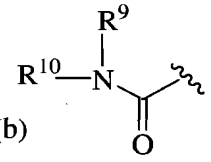
(3)



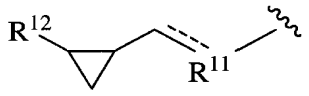
;

R^3 is selected from the group consisting of:

(a) 

; (b) 

; or



;

(c)

wherein R^5 is C_{1-6}alkyl, C_{2-6} alkenyl or C_{2-6} alkynyl;

R^{6a}, R^{6b}, and R^{6c} are independently selected from the group consisting of:

(1) hydrogen,

(2) halo,

(3) -C_{1-6}alkyl,

(4) -C_{2-6} alkenyl,

(5) -C_{2-6} alkynyl,

(6) -OH,

(7) -CN, and

(8) -O-C_{1-6}alkyl;

R^9 and R^{10} are independently selected from the group consisting of:

(1) hydrogen, and

(2) C_{1-6}alkyl,

(3) -C_{2-6} alkenyl, and

(4) -C_{2-6} alkynyl,

or R^9 and R^{10} are joined together with the nitrogen atom to which they are attached to form a pyrrolidine ring, which is optionally substituted with

(a) C_{1-6}alkyl,

(b) -C_{2-6} alkenyl,

(c) -C_{2-6} alkynyl,

(d) $(CH_2)_n$-phenyl, and

(e) $(CH_2)_n$-furanyl;

wherein said alkyl, phenyl and furanyl are unsubstituted or substituted with one or more

i) halo,

ii) -C_{1-6}alkyl,

iii) -OH,

iv) -CN, or

v) -O-C_{1-6}alkyl; and

R^{11} is selected from the group consisting of

(1) –CH-,

(2) -O-, and

(3) –NH-,

provided that when R^{11} is –CH- the dotted line forms a bond and when R^{11} is -O- or –NH- the dotted line is absent;

R^{12} is hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl or C_{2-6} alkynyl;

m is 1 or 2;

n is 0, 1, 2, 3 or 4;

p is 1, 2, 3 or 4;

and pharmaceutically acceptable salts thereof.

2. (Original) The compound of Claim 1, wherein m is 1 and R^1 is phenyl unsubstituted or substituted with one or more chloro or fluoro.

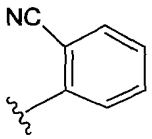
3. (Original) The compound of Claim 1, wherein m is 2 and R^1 is phenyl unsubstituted or substituted with one or more chloro or fluoro.

4. (Previously canceled)

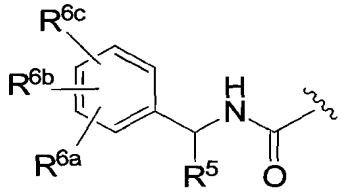
5. (Original) The compound of Claim 1, wherein R^2 is (R^4)-$S(O)_2N(R^7)$- and R^7 is C_{1-6} alkyl.

6. (Original) The compound of Claim 5 wherein R^4 and R^7 are each methyl.

7. (Original) The compound of Claim 1, wherein R^2 is



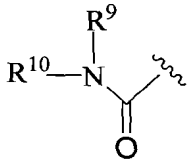
8. (Original) The compound of Claim 1 wherein R^3 is



9. (Original)The compound of Claim 8 wherein R^5 is methyl.

10-11. (Previously Canceled)

12. (Original) The compound of Claim 1 wherein R^3 is



and R^9 and R^{10} are joined together with the nitrogen atom to which they are attached to form a pyrrolidine ring which is unsubstituted or substituted with

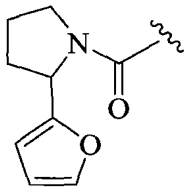
(a) C_{1-6}alkyl,

(b) $(CH_2)_n$-phenyl, or

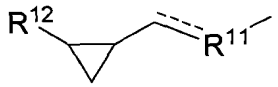
(c) $(CH_2)_n$-furanyl.

13. (Original) The compound of Claim 12 wherein R^9 and R^{10} are joined together with the nitrogen atom to which they are attached to form a pyrrolidine ring which is substituted with $-(CH_2)_n$-furanyl wherein n is 0.

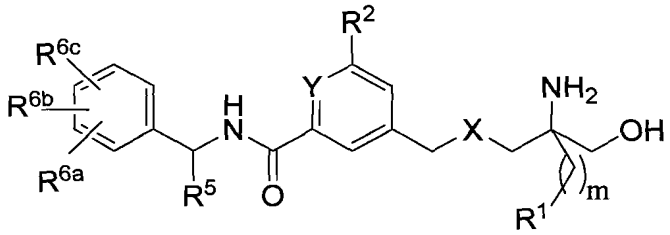
14. (Original) The compound of claim 13, wherein R^3 is



15. (Original) The compound of Claim 1 wherein R^3 is



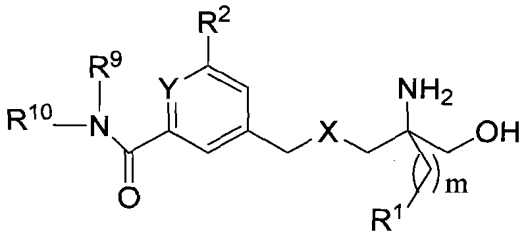
16. (Original) The compound of Claim 1 of formula II:



II

wherein X, Y, R^1, R^2 , R^5, R^{6a}, R^{6b}, R^{6c} and m are as defined in Claim 1.

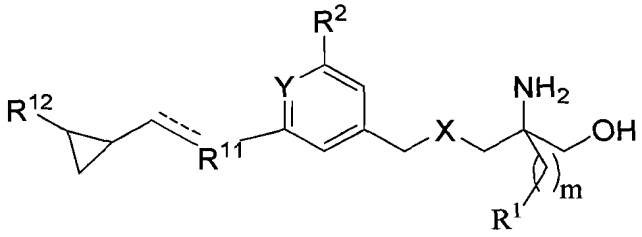
17. (Original) The compound of Claim 1 of formula (III):



III

wherein X, Y, R^1, R^2, R^9, R^{10} and m are as defined in Claim 1.

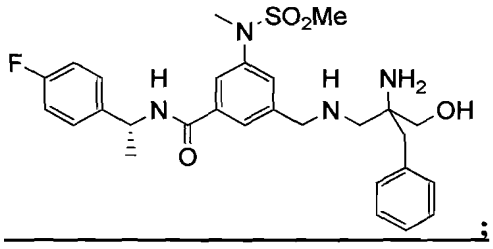
18. (Original) The compound of Claim 1 of formula (IV):



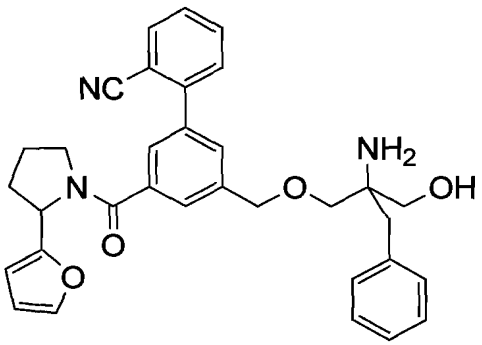
IV

wherein X, Y, R^1, R^2, R^{11}, R^{12} and m are as defined in Claim 1.

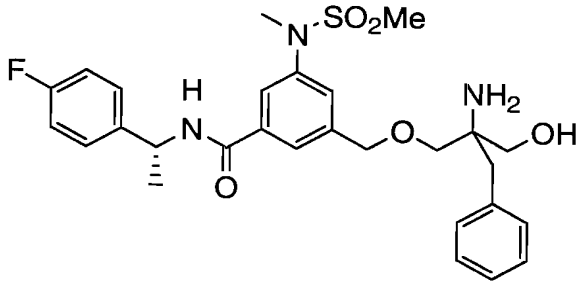
19. (Currently amended) The compound of Claim 1 which is selected from the group consisting of:



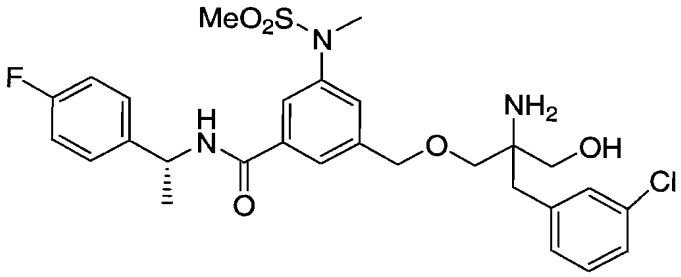
;



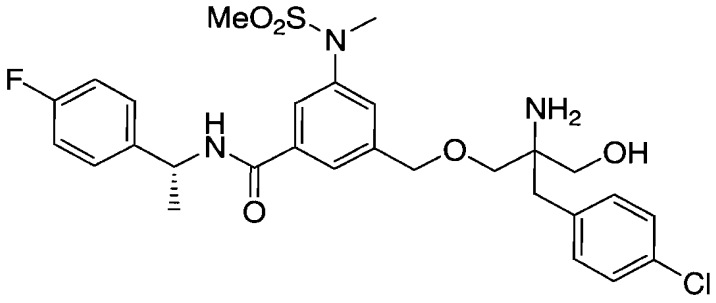
;


N
SO2Me
F
H
N
O
NH2
O
OH

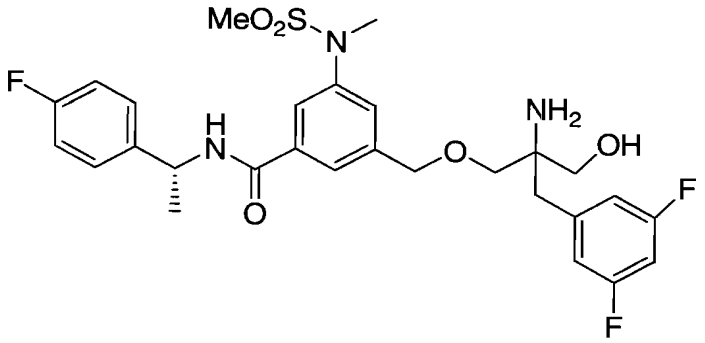
;


MeO2S
N
F
H
N
O
NH2
O
OH
Cl

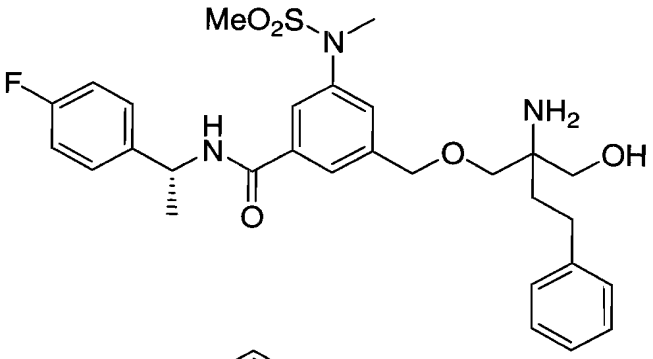
;


MeO2S
N
F
H
N
O
NH2
O
OH
Cl

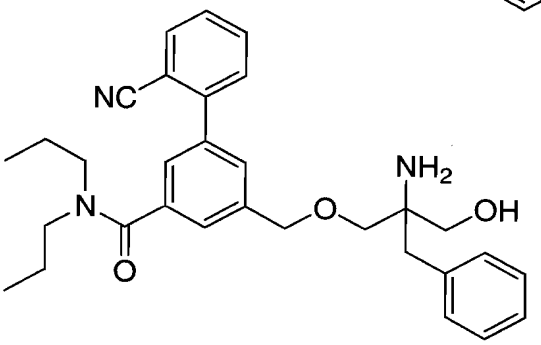
;


MeO2S
N
F
H
N
O
NH2
O
OH
F
F

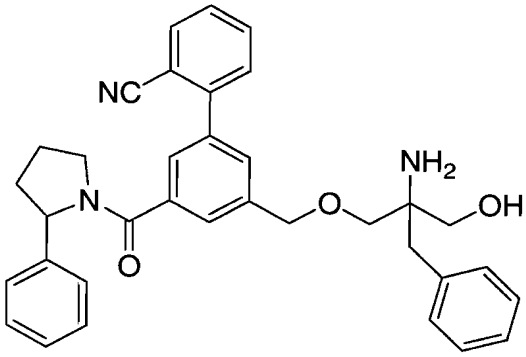
;


MeO2S
N
F
H
N
O
NH2
O
OH

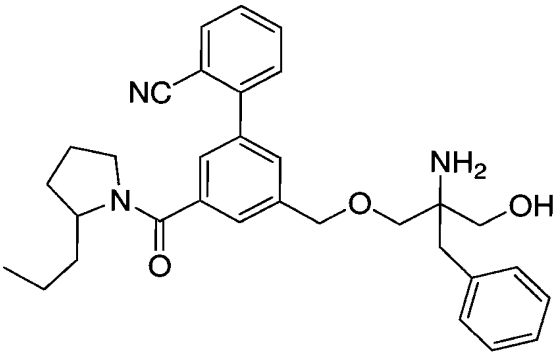
;


NC
N
O
NH2
O
OH

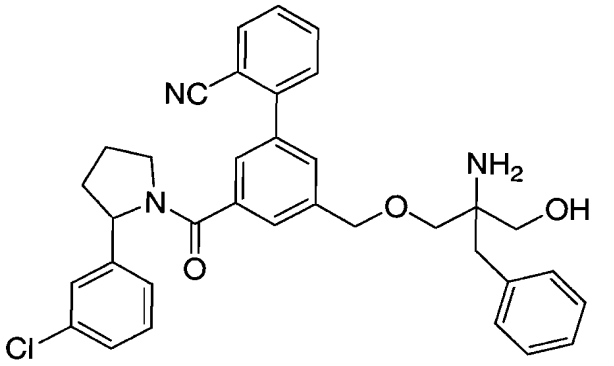
;


NC
N
O
NH2
O
OH

;


NC
N
O
NH2
O
OH

;



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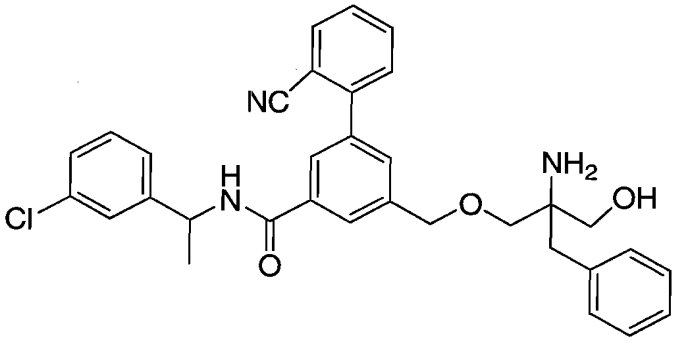

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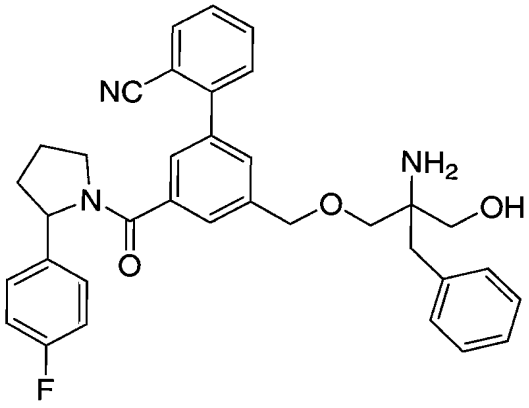

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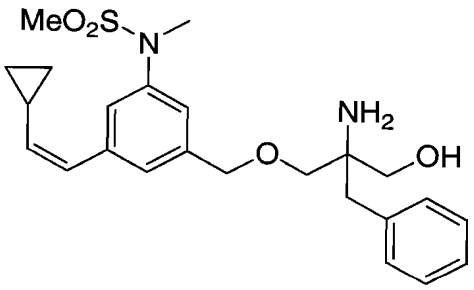

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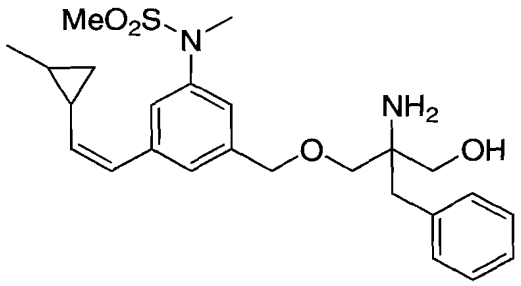

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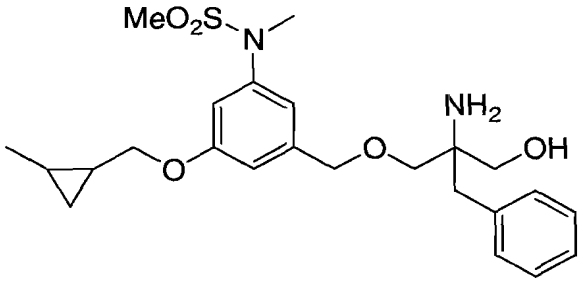
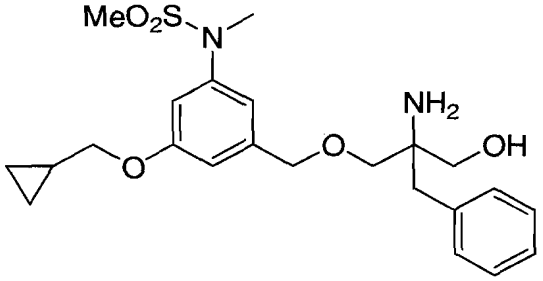


; and



;

and pharmaceutically acceptable salts thereof.

20. (Previously canceled)

21. (Original) A pharmaceutical composition comprising an effective amount of a compound of Claim 1 and a pharmaceutically acceptable carrier.

22. (Previously Canceled)

23. (Previously Canceled)

24. (Previously canceled)